

Attachment 1

SP Sale Agreement Terms

ATTACHMENT 1**Sale of Specialty Polymers Business**
Summary of Transaction

Business to be sold: Specialty Polymers business

Buyer: SANCAP Liner Technology, Inc., an Ohio corporation
("SANCAP"), 16125 Armour Street, N.E., Alliance, Ohio
44601, Telephone 330-821-1166, Fax: 330-821-0364

Description of business: Manufacture and sale of specialty polymers, including
polyvinylidene chloride (PVdC) and other emulsion latex
polymers, used in packaging and other barrier applications.

Revenue and net income (assuming tax rate of 36%):		<u>2004</u>	<u>2003</u>
	Revenue	\$19,259,000	\$22,455,000
	Net Income	\$ (282,000)	\$ 550,000

Purchase price \$4,600,000 in cash at the closing, subject to post-closing
adjustment dollar for dollar in the amount by which current
assets are greater or less than the amount paid at closing.

Summary of transaction:

- Sale of substantially all assets, including manufacturing facility buildings and fixtures (but not the land on which they are located); machinery, equipment, and other tangible personal property; inventories; patents and patent applications, trademark registrations and applications, and other intellectual property; accounts receivable; contract rights; transferable licenses and permits; and document, records and files.
- The land on which the facility is located will be leased for nominal rent under a ground lease with an initial term of 40 years, plus three options to renew for successive periods of 20, 20 and 19 years.

Retained liabilities: Seller will retain and indemnify SANCAP against all pre-closing liabilities, including environmental liabilities on the leased land.